

**MEMORANDUM OF  
SURFACE USE AGREEMENT**

This Memorandum of Surface Use Agreement ("Memorandum") is made and executed as of the 18<sup>th</sup> day of June, 2013 to evidence that:

The Surface Use Agreement ("Agreement") dated the 18<sup>th</sup> day of June, 2013 was entered into by and between **Puckett Land Company** and **TOSCO Corporation**, a wholly owned subsidiary of **ConocoPhillips Corporation**, ("Owner") and **WPX Energy Rocky Mountain, LLC** ("Operator"), which, among other provisions, provides as follows:

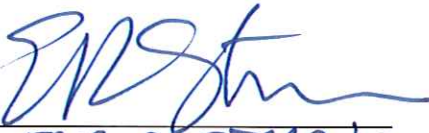
- 1) Owner agrees that Operator may construct, operate, and maintain one (1) Tank Pad, as depicted on the attached Exhibit "A", for the construction, repair, maintenance, replacement, and operation of up to ten (10) three hundred (300) barrel storage tanks for a term of ten (10) years; and,
- 2) This Memorandum shall be construed as a covenant running with the Lands and shall be binding on any and all personal representatives, successors, and assigns of the Parties.

This Memorandum is being executed by the Owner and Operator for the primary purpose of recording and thus advising all interested parties of the existence and validity of such Agreement, the exact terms and conditions of which are more fully stated in the unrecorded instrument on file with the respective parties. This Memorandum shall constitute notice to all parties of the existence of this Agreement as though it was described in total detail herein.

IN WITNESS WHEREOF, the Parties have executed this Memorandum as of the date first above written.

OWNER:

**PUCKETT LAND COMPANY**


By:   
Name: ERIC R. STEARNS  
Title: PRESIDENT

**CONOCOPHILLIPS CORPORATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

OPERATOR:

**WPX ENERGY ROCKY MOUNTAIN, LLC**

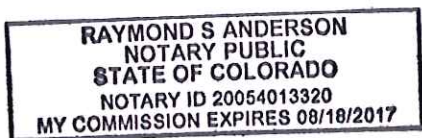
By:   
Name: Bryan S. Hotard  
Title: Attorney-In-Fact

## Acknowledgements

STATE OF COLORADO     )  
                                      )  
COUNTY OF ARAPAHOE     )

On this 18<sup>th</sup> day of JUNE, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared ERIC R. STARNES known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed same in the capacity of PRESIDENT of **Puckett Land Company**.

My Commission Expires: 8/18/2017



Raymond S. Anderson  
Notary Public

STATE OF \_\_\_\_\_ )  
                                      )  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_ known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that they executed same in the capacity of \_\_\_\_\_ of **ConocoPhillips Corporation**.

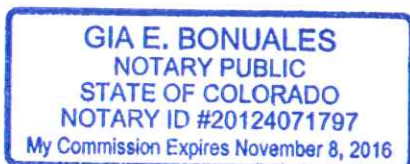
My Commission Expires:   /  /  

\_\_\_\_\_  
Notary Public

STATE OF COLORADO     )  
                                      )  
COUNTY OF GARFIELD     )

On this 11 day of June, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Bryan S. Hotard** known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed same in the capacity of **Attorney-In-Fact** of **WPX Energy Rocky Mountain, LLC**.

My Commission Expires: 11/8/16



Gia E. Bonuales  
Notary Public



Exhibit "A"

Attached to and made a part hereof that certain SURFACE USE AGREEMENT dated June 18<sup>th</sup>, 2013 by and between Puckett Land Company and TOSCO Corporation, a wholly owned subsidiary of ConocoPhillips Company, ("Owner") and WPX Energy Rocky Mountain, LLC ("Operator")

